

Michael P. Zweig (MZ-5318)  
 Eugene R. Licker (EL-0334)  
 LOEB & LOEB LLP  
 345 Park Avenue  
 New York, New York 10154  
 212-407-4000

*Attorneys for Defendant  
 Broadcaster, Inc.*

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

-----X  
 PAUL GOODMAN, individually and in his  
 capacity as a member of the Board of Directors :  
 as a Director of Broadcaster, Inc., pursuant to :  
 BCL 720, :  
 -----X

Plaintiff,

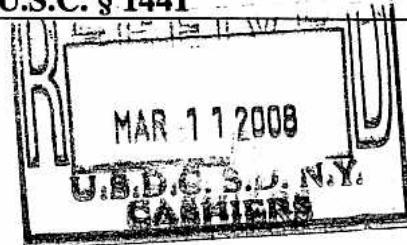
Case No.:

-against-

-----X  
**NOTICE OF REMOVAL OF ACTION  
 UNDER 28 U.S.C. § 1441**

BROADCASTER, INC., MARTIN WADE,  
 NOLAN QUAN and BLAIR MILLS,

Defendants.



-----X

TO THE CLERK OF THE COURT:

PLEASE TAKE NOTICE that defendant Broadcaster, Inc. ("Broadcaster") hereby removes to this Court the action described below:

1. On or about March 4 2008, an application for an order to show cause, with temporary restraining order, was submitted to the Supreme Court of the State of New York, County of New York, along with a summons and complaint in the action entitled Paul Goodman v. Broadcaster, Inc., Martin Wade, Nolan Quan and Blair Mills New York County Index No. 600632/08 (the "State Court Action"). Judicial Hearing Officer Ira Gammerman signed the

Order to Show Cause on or about March 4, 2008 temporarily restraining defendants from taking any action which removes Plaintiff from the Board of Directors of Broadcaster.

2. Three copies of the application for the Order to Show Cause and supporting papers, including the summons and complaint, were delivered by hand to Broadcaster's principal place of business in Chatsworth, California, with each copy bearing the name of one of the three individual defendants in this action. Defendant Broadcaster does not concede the propriety of service of process or the existence of personal jurisdiction. A true and correct copy of the application for the Order to Show Cause and supporting papers, including the summons and complaint, is annexed hereto as Exhibit A.

3. Plaintiff complaint in the State Court Action purports to allege two causes of action. The complaint's first cause of action purports to state a claim against individual defendants, Martin Wade, Nolan Quan and Blair Mills for violation of New York Business Corporation § 720. The complaint's second cause of action purports to seek declaratory judgment against defendants Broadcaster and Nolan Quan invalidating Broadcaster's issue of "Earn Out Shares" in connection with a prior merger agreement.

4. This action is a civil action of which this Court has original jurisdiction pursuant to 28 U.S.C. §1332. This action may be removed to this Court by defendant Broadcaster pursuant to 28 U.S.C. §1441 in that it is a civil action between citizens of different states and, based on the allegations in the complaint, the amount in controversy exceeds the sum of \$75,000, exclusive of interest and costs.

5. Plaintiff is a resident of the state of New York.

6. Defendant Broadcaster is a corporation organized under the laws of the state of Delaware, having its principal place of business in Chatsworth, California. Defendant

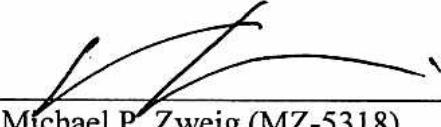
Quan is a citizen of the State of California, and Defendant Wade is a citizen of the State of New Jersey. Blair Mills is a citizen of Canada, is in the United States on a visa, and is currently awaiting a green card.

7. This notice has been filed within 30 days from the date upon which Broadcaster received a copy of the initial pleading.

8. WHEREFORE, defendant Broadcaster respectfully requests that this action be removed to this Court and placed on the docket of this Court for further proceedings as though originally instituted in this Court.

Dated: New York, New York  
March 11, 2008

LOEB & LOEB LLP

By: 

Michael P. Zweig (MZ-5318)  
Eugene R. Licker (EL-0334)  
345 Park Avenue  
New York, New York 10154  
212-407-4000

*Attorneys for Defendant  
Broadcaster, Inc.*